

**DBV TECHNOLOGIES**  
**Limited company with share capital of €5,492,718.70**  
**Registered office: 177-181 avenue Pierre Brossolette – 92120 Montrouge.**  
**Nanterre Trade and Companies Register (RCS) 441 772 522**

**NOTICE OF MEETING**

The shareholders of the company are hereby invited to attend the Combined Ordinary and Extraordinary General Meeting of Shareholders to be held at **8:30 a.m.** on **April 20, 2020**, at the registered office: 177-181 avenue Pierre Brossolette – 92120 Montrouge, France, to deliberate on the following agenda:

**Warning:**

In accordance with the provisions of Order No. 2020-321 of 25 March 2020 adapting the rules for meetings and deliberations of the General Meetings and governing bodies of legal entities and entities without legal personality under private law due to the Covid-19 epidemic, the General Meeting will be held without the physical presence of shareholders.. You are invited to regularly consult the section dedicated to the 2020 General Meeting on the company's website [www.dbv-technologies.com](http://www.dbv-technologies.com).

The company strongly encourages its shareholders to make use of the remote voting facilities made available to them, in particular by voting by electronic means via the Votaccess website.

**Agenda**

■ **Ordinary resolutions:**

1. Approval of the annual financial statements for the year ended December 31, 2019,
2. Approval of the consolidated financial statements for the year ended December 31, 2019,
3. Allocation of income for the year.
4. Appointment of KPMG to replace BECOUZE as Statutory Auditor,
5. Non-renewal and non-replacement of Guillaume Saby as alternate Statutory Auditor,
6. Renewal of the term of office of Michel de Rosen as director,
7. Renewal of the term of office of Daniel Tassé as director,
8. Renewal of the term of office of Michael Goller as director,
9. Renewal of the term of office of Torbjorn Bjerke as director,
10. Renewal of the term of office of Daniel Soland as director,
11. Renewal of the term of office of Maïlys Ferrere as director,
12. Renewal of the term of office of Claire Giraut as director,

13. Approval of the compensation policy for the Chairman of the Board of Directors and for the directors,
14. Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer,
15. Approval of the information set out in section I of Article L.225-37-3 of the French Commercial Code,
16. Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to Pierre-Henri Benhamou, Chairman of the Board of Directors until March 4, 2019,
17. Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to Michel de Rosen, Chairman of the Board of Directors from March 4, 2019,
18. Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to Daniel Tassé, Chief Executive Officer,
19. Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to David Schilansky, Deputy Chief Executive Officer until August 31, 2019,
20. Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to Laurent Martin, Deputy Chief Executive Officer (until January 8, 2020),
21. Authorization to be granted to the Board of Directors to buy back company shares on the Company's behalf pursuant to Article L. 225-209 of the French Commercial Code, length of authorization, purpose, terms, and maximum amount,

**Extraordinary resolutions:**

22. Delegation of powers to be granted to the Board of Directors to increase the capital by means of the incorporation of reserves, profits and/or premiums, duration of the delegation, maximum par value of the capital increase, treatment of fractional shares,
23. Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving access, as the case may be, to ordinary shares or to the allocation of debt securities (of the Company or a group company), and/or securities giving access to ordinary shares (of the Company or a group company), without pre-emptive rights, by means of a public offer (excluding the offers set out in section 1 of Article L.411-2 of the French Monetary and Financial Code), and/or as consideration for securities in the context of a public exchange offer, duration of the delegation, maximum par value of the capital increase, issue price, option to limit the increase to the total amount of subscriptions or to allocate unsubscribed securities,
24. Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving access, as the case may be, to ordinary shares or to the allocation of debt securities (of the Company or a group company), and/or securities giving access to ordinary shares (of the Company or a group company), without pre-emptive rights, by means of a public offer referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code, duration of the delegation, maximum par value of the

- capital increase, issue price, option to limit the increase to the total amount of subscriptions or to allocate unsubscribed securities,
- 25.** Authorization, in the event of an issue without pre-emptive rights, to set the issue price according to the terms set by the General Meeting, within a limit of 10% of the capital per year,
  - 26.** Delegation of powers to be granted to the Board of Directors to issue ordinary shares, giving, if applicable, access to ordinary shares or the allocation of debt securities (of the Company or a group company) and/or securities giving access to ordinary shares (of the Company or a group company), with pre-emptive subscription rights waived in favor of categories of persons with certain characteristics, duration of the authorization, maximum par value of the capital increase, issue price, option to limit the total amount of subscriptions or to allocate unsubscribed securities,
  - 27.** Authorization to increase the total amount of issues,
  - 28.** Delegation of powers to be granted to the Board of Directors to increase the capital by means of the issue of ordinary shares and/or securities giving access to capital, up to the limit of 10% of the capital, in consideration for contributions in kind of equity securities or securities giving access to the capital, duration of the delegation,
  - 29.** Overall limit on the maximum authorized amounts set under the 23<sup>rd</sup>, 24<sup>th</sup>, 26<sup>th</sup> and 28<sup>th</sup> Resolutions of this Meeting,
  - 30.** Delegation of powers to be granted to the Board of Directors to increase the share capital by means of the issue of ordinary shares and/or securities giving access to capital, with pre-emptive subscription rights waived in favor of members of a company savings plan pursuant to Articles L.3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to award bonus shares pursuant to Article L.3332-21 of the French Labor Code,
  - 31.** Authorization to be granted to the Board of Directors to allocate free existing and/or future shares to members of staff and/or certain corporate officers of the Company or related companies or economic interest groups, with shareholders waiving their pre-emptive rights, length of authorization, maximum amount, duration of vesting periods specifically in respect of disability and, if applicable, holding periods,
  - 32.** Authorization to be granted to the Board of Directors to grant share subscription and/or purchase options (stock options) to members of staff and/or certain corporate officers of the company or related companies or economic interest groups, with shareholders waiving their pre-emptive rights, length of authorization, maximum amount, strike price, maximum term of the option.
  - 33.** Amendment of Article 10 of the by-laws in order to extend the term of office of directors to 3 years and enable terms of office to be staggered,
  - 34.** Amendment of Article 11 of the by-laws in order to provide for the possibility of consulting the directors in writing, in the circumstances and in accordance with the procedures set out in the regulations,
  - 35.** Harmonization of the by-laws,
  - 36.** Applicable references in the event of changes to the legal codes,
  - 37.** Powers to complete formalities.
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## **Terms and Conditions of Participation**

All shareholders, regardless of the number of shares they own, have the right to participate in this meeting under the legal and regulatory conditions in force, either by giving a proxy to the Chairman of the General Meeting, or by voting by mail, in particular by Internet voting via Votaccess. On the other hand, in view of the current administrative measures prohibiting collective gatherings for health reasons, shareholders and other persons entitled to attend the General Meeting will not be able to attend in person.

In accordance with article R. 225-85 of the French Commercial Code, only those shareholders who can prove their status by having their shares registered in their name, or in the name of the intermediary duly registered on their behalf, on the second business day prior to the meeting, i.e. **Thursday, April 16, 2020 at midnight, Paris time** (hereinafter D-2), either in the registered share accounts or in the bearer share accounts held by their authorized intermediary, will be admitted to participate in the meeting.

**For registered shareholders**, this registration in the registered share accounts on D-2 is sufficient to enable them to participate in the General Meeting.

**For bearer shareholders**, it is the authorized intermediaries who maintain the bearer share accounts who directly prove their clients' status as shareholders to Société Générale (the centralizing institution for the meeting mandated by DBV Technologies) by producing a certificate of participation which they attach to the single postal voting or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

In order to facilitate their participation in the General Meeting, the Company also offers its shareholders the possibility of voting via Votaccess.

**The Votaccess website will be open from Friday, April 3, 2020 at 9:00 a.m. to Friday, April 17, 2020 at 3:00 p.m., Paris time.**

In order to avoid any possible bottleneck on the Votaccess platform, shareholders are strongly recommended not to wait until the end of the opening period of Votaccess to enter their instructions.

Only holders of bearer shares whose account-holding institution has subscribed to the Votaccess system and offers them this service for this general meeting will be able to access it. The securities account holder of the bearer shareholder, who does not subscribe to Votaccess or who makes access to the site subject to conditions of use, will indicate to the shareholder how to proceed.

**Shareholders wishing to participate in the General Meeting may choose one of the following options:**

- give proxy to the chairman of the general meeting;
- vote by mail.

**Shareholders who have chosen to vote by mail or to give proxy to the Chairman using the single form may:**

- **If you are a registered shareholder:** by mail, return the single form for voting by mail or by proxy that will be sent to you with the notice of meeting using the enclosed T envelope; or by Internet, log on to [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) no later than Friday, April 17, 2020 at 3:00 p.m., Paris time;

- **in the case of bearer shareholders:** by post, request this form from the financial intermediary with which their shares are registered, as of the date of the meeting, which request must be received at least six days prior to the date of the meeting, at the following address Société Générale, Service des Assemblées (CS 30812 - 44308 Nantes Cedex 3); or via Internet, log on to the portal of its securities account holder to access the Votaccess site in accordance with the terms and conditions set out below, no later than 3 p.m., Paris time, on **Friday, April 17, 2020**.

Postal votes cast by paper means will only be taken into account if the duly completed and signed forms (and accompanied by the certificate of participation for bearer shares) reach the aforementioned Meetings Department of Société Générale at least three days before the date of the general meeting, i.e. **Friday 17 April 2020**.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notification of the appointment and revocation of a proxy to the Chairman may also be made in the following manner:

- by post, using the voting form sent either directly **for registered shareholders**, using the prepaid reply envelope attached to the notice of meeting, or by the holder of the share account **for bearer shareholders** and received by the Société Générale, Service des Assemblées (CS 30812 - 44 308 Nantes Cedex 3) no later than **Friday 17 April 2020** ;

- by electronic means, by connecting, **for registered shareholders** to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website, **for bearer shareholders** to the portal of their securities account holder to access the Votaccess website, in accordance with the terms and conditions described below, no later than **Friday, April 17, 2020 at 3:00 p.m., Paris time**.

In accordance with the provisions of Article R. 225-85 of the French Commercial Code, any shareholder who has already voted by mail or sent a proxy to the Chairman may no longer choose another means of participating in the meeting, but may nevertheless sell all or part of his shares. However, if the transfer of ownership occurs before D-2, the Company shall invalidate or modify, as the case may be, the vote cast by mail, the proxy or the certificate of participation, as the case may be.

To this end, the authorized intermediary holding the account shall notify the Company or its agent of the transfer of ownership and provide it with the necessary information. No transfer of ownership made after D-2, regardless of the means used, shall be notified by the authorized intermediary holding the account or taken into consideration by the Company, notwithstanding any agreement to the contrary. It should be noted that for any proxy given by a shareholder without indication of a proxy holder, the chairman of the General Meeting shall cast a vote in favor of the adoption of draft resolutions presented or approved by the Board of Directors, and a vote against the adoption of all other draft resolutions.

Shareholders who requested that items or draft resolutions be included on the agenda must send to the Company, marked for the attention of Legal Department, a new certificate of ownership for the same accounts, by midnight, Paris time, of the second business day preceding Shareholders' Meeting.

The preparatory documents for the General Meeting specified in Article R. 225-73-1 of the French Commercial Code are available online on the Company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)) since the twenty-first day prior to the Meeting.

In addition, shareholders may ask the company to send them the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code, up to and including the fifth day before the General Meeting, preferably by e-mail to the following address: [investors@dbv-technologies.com](mailto:investors@dbv-technologies.com). The shareholders are invited to indicate in their request the e-mail address to which these documents may be sent to them so that the company may validly send the said documents by e-mail in accordance with Article 3 of the aforementioned Order. Holders of bearer shares must provide proof of such status by sending a certificate of registration in an account.

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may submit, to the Chairman of the Company's Board of Directors, questions in writing until the fourth business day preceding the date of the Shareholders' Meeting, in this case until **Tuesday, April 14, 2020**. Such written questions must be preferably sent by electronic telecommunication to the following address [investors@dbv-technologies.com](mailto:investors@dbv-technologies.com) or by fax to 01.43.26.10.83 (or either by registered mail including a receipt confirmation form, addressed to the registered office). They must be accompanied by a certificate of account registration.

The Board of Directors